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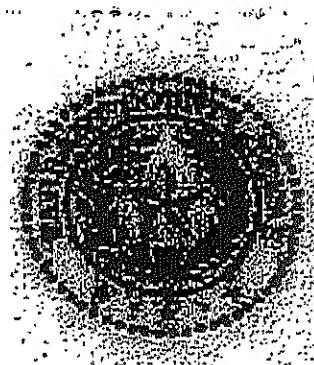
Tarrant County Texas

12/10/2010 10:11 AM

D210305190

Suzanne Henderson

PGS 5 \$32.00



CHESAPEAKE ENERGY CORP.
ATTN: RECORDING TEAM
P.O. BOX 18496
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING, INC

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY

WARNING – THIS IS PART OF THE OFFICIAL RECORD

ELECTRONICALLY RECORDED
BY ERXCHANGE

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT OF OIL AND GAS LEASE

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TARRANT §

This Amendment of Oil and Gas Lease ("Amendment") is executed by MARCO DISPLAY SPECIALISTS, INC., a TEXAS CORPORATION, whose address is P.O. Box 123439, Fort Worth, Texas 76121 ("Lessor"), and CHESAPEAKE EXPLORATION, L.L.C., the address of which is P. O. Box 18496, Oklahoma City, Oklahoma 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002 (collectively, "Lessee") for the purposes and considerations hereinafter expressed.

WHEREAS, Lessee is the current owner of the interest in and under that certain oil and gas lease (the "Lease") dated July 24, 2008 from Lessor to DALE PROPERTY SERVICES, LLC, recorded as document number D208295674, Real Property Records, Tarrant County, Texas.

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L.L.C.'s working interest in the aforementioned Lease and both desires to amend the Lease as follows.

NOW, THEREFORE, Lessee and Lessor, for good and valuable consideration and the covenants and agreements stated herein, hereby amend the terms of the Lease as set forth below:

1. Paragraph 7 of the Lease is hereby deleted in its entirety and replaced by the following new paragraph 7:

"7. Pooling. Lessee shall have the right to pool the Land with contiguous acreage to form pooled units for the production of oil or gas, or either of them. Pooled units may be formed as to one or more stratigraphic intervals. Pooled units for oil shall not exceed 40 acres each and pooled units for gas shall not exceed 400 acres plus an acreage tolerance of 10%. Each unit shall become effective when (i) Lessee files in the Real Property Records of the county where the Land is located a document describing the pooled acreage and stratigraphic intervals for the pooled unit and (ii) Lessee delivers a copy of the document to Lessor. Lessee, at its election, may exercise its pooling option before or after commencing operations. Operations for drilling on or production of oil or gas from any part of a pooled unit that includes land covered by this Lease shall be considered as operations on or production of oil or gas from the portion of the Land included in the pooled unit. That part of the Land included in a pooled unit will be considered to be a Retained Tract, and the provisions of this Lease that provide for termination of the Lease insofar as the Lease covers depths above and below producing formations and other provisions relating to Retained Tracts shall apply. There shall be allocated to the Land that prorated portion of the oil and gas, or either of them, produced from the pooled unit that the number of surface acres in the Land bears to the total number of surface acres included in the unit. Royalties shall be computed on the portion of production allocated to the Land. Any unit formed may not be amended without the written consent of Lessor.

2. This Amendment shall be binding upon and inure to the benefit of each of the parties hereto and their respective heirs, successors and assigns, and may be executed in multiple counterparts, each of which shall be deemed to be an original and shall be binding upon each party executing the same whether or not it is executed by all.

3. Terms defined in the Lease shall have the same meaning in this Amendment.

4. It is further understood and agreed by all parties hereto that the provisions contained herein shall supersede any provision to the contrary in said Lease described herein,

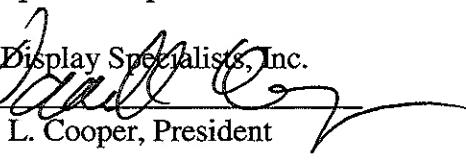
however in all other respects, said Lease and the prior provisions thereto, shall remain in full force and effect.

EXECUTED on the date(s) subscribed to the acknowledgements below, but effective as of the 24th day of July, 2008.

LESSOR:

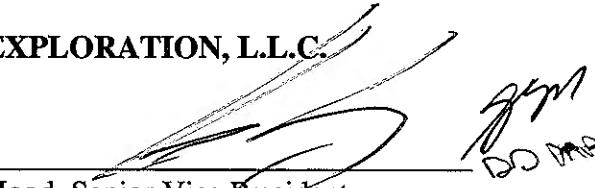
Marco Display Specialists, Inc.
a Texas limited partnership

By: Marco Display Specialists, Inc.

By: 
Darrell L. Cooper, President

LESSEE:

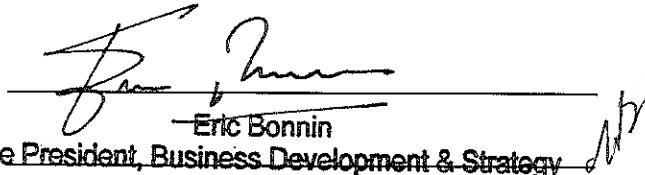
CHESAPEAKE EXPLORATION, L.L.C.

By: 

Henry J. Hood, Senior Vice President
Land and Legal & General Counsel

LESSEE:

TOTAL E&P USA, INC.,
a Delaware corporation

By: 

Eric Bonnin
Title Vice President, Business Development & Strategy

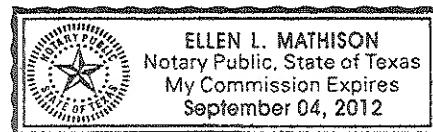
ACKNOWLEDGMENTS ON FOLLOWING PAGE

ACKNOWLEDGMENTS

STATE OF TEXAS
COUNTY OF TARRANT

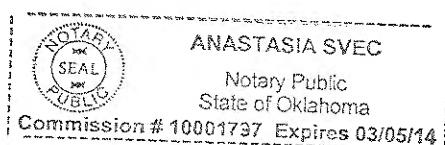
This instrument was acknowledged before me on this 5 day of October, 2010,
by Darrell L. Cooper, as President of Marco Display Specialists, Inc. a Texas limited partnership,
on behalf of said limited partnership.

Ellen L. Mathison
Notary Public, State of Texas
Notary's name (printed): Ellen L. Mathison
Notary's commission expires: 9-4-12



STATE OF OKLAHOMA §
COUNTY OF OKLAHOMA §

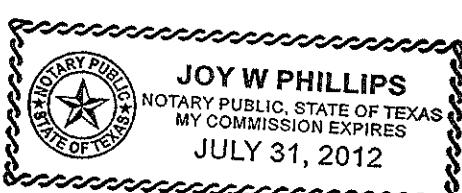
This instrument was acknowledged before me on this 20th day of October, 2010, by Henry J. Hood, as Senior Vice President – Land & Legal and General Counsel of Chesapeake Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.



Notary Public, State of OKLAHOMA
Printed Name: Anastasia Spec
My commission expires: 3/5/2014

STATE OF TEXAS §
COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 5th day of November, 2010, by Eric Bonnin as Vice President Business Development & Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.





Notary Public in and for the State of Texas

Exhibit A

Land Description

Attached to and made a part of that certain Amendment of Oil and Gas Lease

10.524 acres of land, more or less, out of the H. Covington Survey, A-256, Tarrant County, Texas, further described as follows:

2.311 acres, more or less, being Lots 1 thru 8, Block 24 of the Alta Mere Addition, an addition to the city of Fort Worth, Texas, more particularly described by metes and bounds in that certain Plat Map recorded in Volume 1037, Page 413 of the Plat Records, Tarrant County, Texas.

0.289 acres, more or less, being Lot 18 Block 23 of the Alta Mere Addition, an addition to the city of Fort Worth, Texas, more particularly described by metes and bounds in that certain Plat Map recorded in Volume 1037, Page 413 of the Plat Records, Tarrant County, Texas.

0.289 acres, more or less, being Lot 19, Block 23 of the Alta Mere Addition, an addition to the city of Fort Worth, Texas, more particularly described by metes and bounds in that certain Plat Map recorded in Volume 1037, Page 413 of the Plat Records, Tarrant County, Texas.

6.063 acres, more or less, being Lot 1R, Block 30 of the Alta Mere Addition, an addition to the city of Fort Worth, Texas, more particularly described by metes and bounds in that certain Plat Map recorded in Volume 388-209, Page 15 of the Plat Records, Tarrant County, Texas.

0.87 acres, more or less, being Lot 17, 18, and 19, Block 24, Alta Mere Addition but being a Replat of Lot 17R, Block 24 of the Alta Mere Addition, an addition to the city of Fort Worth, Texas, more particularly described by metes and bounds in that certain Plat Map recorded in Volume A, Page 7673 of the Plat Records, Tarrant County, Texas.

0.289 acres, more or less, being Lot 14, Block 18 of the Alta Mere Addition, an addition to the city of Fort Worth, Texas, more particularly described by metes and bounds in that certain Plat Map recorded in Volume 1037, Page 413 of the Plat Records, Tarrant County, Texas.

0.413 acres, more or less, being Lot 13, Block 18 of the Alta Mere Addition, an addition to the city of Fort Worth, Texas, more particularly described by metes and bounds in that certain Plat Map recorded in Volume 1037, Page 413 of the Plat Records, Tarrant County, Texas.